

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	File No. EB-04-IH-0116
Weblink Wireless I, L.P.)	NAL/Acct. No. 200432080088
)	FRN No.: 0008554198
)	
Metrocall Holdings, Inc.)	NAL/Acct. No.: 200432080089
)	FRN No.: 0003737210

ORDER

Adopted: April 23, 2004

Released: April 28, 2004

By the Chief, Enforcement Bureau

1. In this Order, we adopt a Consent Decree terminating an investigation by the Enforcement Bureau (the "Bureau") into the possible violation by WebLink Wireless I, L.P. ("WebLink") and Metrocall Holdings, Inc. ("Metrocall") of Section 310(d) of the Communications Act of 1934, as amended,¹ and related provisions of the Commission's rules in connection with the unauthorized transfer of control of certain Commercial Mobile Radio Service facilities by WebLink to Metrocall.

2. The Bureau, WebLink and Metrocall have negotiated the terms of the Consent Decree, a copy of which is attached hereto and incorporated by reference herein.

3. We have reviewed the terms of the Consent Decree and evaluated the facts before us. We believe that the public interest would be served by approving the Consent Decree and terminating the investigation.

4. Based on the record before us, and in the absence of material new evidence relating to this matter, we conclude that there are no substantial or material questions of fact as to whether WebLink and Metrocall each possess the basic qualifications to hold or obtain any Commission license or authorization.

5. Accordingly, **IT IS ORDERED** that, pursuant to Sections 4(i), 4(j), and 503(b) of the Communications Act of 1934, as amended,² and the authority delegated

¹ 47 U.S.C. § 310(d).

² 47 U.S.C. §§ 154(i), 154(j), 503(b).

by sections 0.111 and 0.311 of the Commission's Rules,³ the attached Consent Decree **IS ADOPTED.**

6. **IT IS FURTHER ORDERED** that the referenced investigation **IS TERMINATED.**

7. **IT IS FURTHER ORDERED** that copies of this Order shall be sent by first class mail and certified mail, return receipt requested, to WebLink Wireless I, L.P., 3333 Lee Parkway, 12th Floor, Dallas, Texas 75219, with a copy to its counsel, Audrey P. Rasmussen, Esquire, Hall, Estill, Hardwick, Gable, Golden & Nelson, PC, 1120 20th Street, Suite 700 North, Washington, D.C. 20036, and to Metrocall Holdings, Inc., 6677 Richmond Highway, Alexandria, Virginia 22306, with a copy to its counsel, Frederick M. Joyce, Esquire, Venable LLP, 575 7th Street, N.W., Washington, D.C. 20004-1601.

FEDERAL COMMUNICATIONS COMMISSION

David H. Solomon
Chief, Enforcement Bureau

³ 47 C.F.R. §§ 0.111, 0.311.

CONSENT DECREE

1. The Enforcement Bureau of the Federal Communications Commission, and WebLink Wireless I, L.P. and Metrocall Holdings, Inc., by their respective authorized representatives and on behalf of their respective subsidiaries, hereby enter into this Consent Decree for the purpose of resolving and terminating the Enforcement Bureau's investigation into possible violations of section 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. 310(d), and related provisions of the Commission's rules, in connection with an alleged unauthorized transfer of control by WebLink to Metrocall of certain Commercial Mobile Radio Service licensed facilities.

2. For the purposes of this Consent Decree, the following definitions apply:

- a) The "Act" means the Communications Act of 1934, as amended, 47 U.S.C. §§ 151 et seq.;
- b) "Adopting Order" or "Order" means an order of the Enforcement Bureau adopting this Consent Decree;
- c) "Applications" means the FCC Form 602 applications filed on November 25, 2003, by PageMart PCS Holdings LLC and Metrocall USA, Inc., and by PageMart PCS II Holdings LLC and Metrocall USA, Inc. (ULS File Nos. 0001525608 and 0001525609).
- d) The "Bureau" means the Enforcement Bureau of the Federal Communications Commission;
- e) The "Commission" or "FCC" means the Federal Communications Commission;
- f) "Effective Date" means the date on which the Bureau releases the Adopting Order;
- g) "Metrocall" means Metrocall Holdings, Inc. and its parents, subsidiaries, divisions and affiliates, and each of their respective officers, directors, employees, agents, representatives, or any other person acting or purporting to act on behalf of Metrocall, or its successors or assigns.
- h) "Parties" means WebLink, Metrocall and the Bureau;
- i) "Rules" means the Commission's regulations set forth in Title 47 of the Code of Federal Regulations;
- j) "WebLink" means WebLink Wireless I, L.P. and its parents, subsidiaries, divisions and affiliates, and each of their respective officers, directors, employees, agents, representatives, or any other person acting or purporting to act on behalf of WebLink, or its successors or assigns; and

- k) "WTB" means the Wireless Telecommunications Bureau of the FCC.

I. Background

3. By Asset Purchase Agreement dated as of November 18, 2003, WebLink Wireless, Inc. and Metrocall agreed to a transaction whereby Metrocall purchased WebLink's commercial wireless messaging business (the "Business"). The Agreement provides that, as of its date, Metrocall took possession and control of virtually all of WebLink's assets, including accounts receivable, inventory, credits and prepaid expenses or obligations, real property leases and all related improvements, fixtures, furniture, equipment, intellectual property, contract rights and all books, records, files or papers used or to be used in WebLink's Business. The parties concurrently entered into a Management and Spectrum Lease Agreement whereby WebLink agreed to lease to Metrocall "spectrum airtime rights" over the Commission-authorized facilities, pending Commission approval of the assignment to Metrocall of the authorizations for those facilities. On November 25, 2003, PageMart PCS Holdings, LLC and PageMart II Holdings, LLC, subsidiaries of WebLink, and Metrocall USA, Inc., a subsidiary of Metrocall, filed the Applications seeking such approval of the assignment of WebLink's Narrowband PCS, Private Carrier Paging, and microwave licenses to Metrocall USA, Inc. As a result of its concern that this transaction may have resulted in the unauthorized transfer of control of WebLink's Commission-authorized facilities used in the Business, the WTB referred the matter to the Bureau for investigation and possible enforcement action.

II. Terms of Settlement

4. In accordance with the terms of this Consent Decree, the Parties agree to the following terms, conditions, and procedures.

5. The Parties agree that the provisions of this Consent Decree shall be subject to final approval by the Bureau by incorporation of such provisions by reference in an Adopting Order.

6. The Parties agree that this Consent Decree shall become effective on the date on which the Bureau releases the Adopting Order. Upon such release, the Adopting Order and this Consent Decree shall have the same force and effect as any other orders of the Commission and any violation of the terms of this Consent Decree shall constitute a separate violation of a Commission order, entitling the Commission to exercise any rights and remedies attendant to the enforcement of a Commission order.

7. WebLink and Metrocall each agree that the Bureau has jurisdiction over the matters that are the subject of this Consent Decree and the authority to enter into and adopt this Consent Decree.

8. The Parties agree that this Consent Decree does not constitute either an adjudication on the merits or a factual or legal finding or determination regarding compliance or noncompliance with the requirements of the Act or the Commission's

rules and orders. The Parties agree that this Consent Decree is for settlement purposes only and that, by agreeing to this Consent Decree, WebLink and Metrocall do not admit or deny liability for violating any statute, regulation, or rule in connection with the matters that are the subject of this Consent Decree.

9. The Parties agree and acknowledge that this Consent Decree shall constitute a final settlement between the Parties concerning the alleged violations by WebLink and Metrocall of the Act and the Commission's rules discussed herein.

10. In express reliance upon the covenants and representations in this Consent Decree, the Bureau agrees to terminate its investigation of WebLink and Metrocall without any finding of liability on their part. This Consent Decree shall constitute a final settlement between the Parties of that investigation.

11. In consideration of the Bureau's termination of its investigation into these matters, WebLink and Metrocall each agree to the terms set forth herein.

12. Within five (5) business days of the release of the Adopting Order, WebLink and Metrocall shall each make a voluntary contribution to the United States Treasury, without protest or recourse, by wire or by mailing a check or similar instrument drawn to the order of the Federal Communications Commission, in the amount of Twenty-Five Thousand Dollars (\$25,000.00), to be sent to the attention of the Federal Communications Commission, Forfeiture Collection Section, Finance Branch, P.O. Box 73482, Chicago, Illinois, 60673-7482. The check, wire transfer or money order shall refer to Acct. No. 200432080088 and FRN No. 0008554198 (by WebLink) and Acct. No. 200432080089 and FRN No. 0003737210 (by Metrocall). Any wire transfer must be made in accordance with Commission procedures for wire transfers.

13. Within thirty (30) days of the release of the Adopting Order, and for a period of two (2) years following its release, Metrocall will adopt and implement a company-wide compliance plan to require periodic education of all employees concerning the Commission's spectrum leasing rules and the requirements of the Act and the Rules regarding the need for prior approval of assignments of Commission authorizations and the transfer of control of the holders of such authorizations. Metrocall will ensure that its obligation under this paragraph will continue to bind any assignee and/or transferee regarding any of the licenses specified in the Applications.

14. WebLink and Metrocall each agree that they are required to comply with each individual condition of this Consent Decree. Each specific condition is a separate condition of the Consent Decree as approved. To the extent that either WebLink or Metrocall fails to satisfy any condition or Commission rule, in the absence of Commission alteration of the condition or rule, such entity will be deemed noncompliant and may be subject to possible enforcement action, including, but not limited to, revocation of the relief, designation of the matter for hearing, letters of admonishment or forfeitures.

15. The Bureau agrees that, in the absence of material new evidence, it will not, on its own motion, initiate or recommend to the Commission, any new proceeding,

formal or informal, regarding the conduct of WebLink or Metrocall that is the subject of this Consent Decree. The Bureau further agrees that, in the absence of material new evidence related to this matter, it will not use the facts developed in this proceeding through the Effective Date of this Consent Decree or the existence of this Consent Decree to initiate on its own motion, or recommend to the Commission, any proceeding, formal or informal, or take any action on its own motion against WebLink or Metrocall with respect to their basic qualifications to be or continue to be a Commission licensee. Nothing in this Consent Decree shall prevent the Bureau from instituting, or recommending to the Commission, new investigations or enforcement proceedings against WebLink or Metrocall, in the event of any alleged future misconduct for violation of this Consent Decree or for violation of the Act or the Commission's Rules as consistent with the provisions of this Consent Decree.

16. WebLink and Metrocall each waive any and all rights they may have to seek administrative or judicial reconsideration, review, appeal or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Adopting Order, provided the Adopting Order adopts the Consent Decree without change, addition or modification.

17. WebLink and Metrocall each agree to waive any claims they may otherwise have under the Equal Access to Justice Act, 5 U.S.C. § 504 and 47 C.F.R. § 1.1501 et seq., relating to the matters discussed in this Consent Decree.

18. If any Party (or the United States on behalf of the FCC) brings a judicial action to enforce the terms of the Adopting Order, WebLink, Metrocall and the FCC shall not contest the continuing validity of the Consent Decree or Adopting Order.

19. In the event that this Consent Decree is rendered invalid by any court of competent jurisdiction, this Consent Decree shall become null and void and may not be used in any manner in any legal proceeding.

20. This Consent Decree may be signed in counterparts.

For the Enforcement Bureau

David H. Solomon
Chief, Enforcement Bureau

For WebLink Wireless I, L.P.

Kelly Prentiss
Chief Financial Officer

For Metrocall Holdings, Inc.

Stan Sech
Chief Operating Officer